

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

TROPIC TECHNOLOGIES, INC.,

Plaintiff,

v.

VENDR, INC. and STEPHEN ANDERSON,

Defendants.

Docket No.:1:22-cv-06043 (LJL)

DECLARATION OF RYAN NEU

I, Ryan Neu, pursuant to 28 U.S.C. § 1746 and under penalty of perjury, state and declare as follows:

1. I am a citizen of the United States, over the age of eighteen (18) years, not a party to the above-entitled proceeding, and am competent to be a witness therein.

2. I am the founder and Chief Executive Officer of Vendr, Inc. (“Vendr”). Vendr was incorporated in the State of Delaware as of June 13, 2019, with its principal offices located in Boston, Massachusetts and Charleston, South Carolina.

3. Vendr spent approximately a year searching for a candidate with the required qualifications to serve as its Director of Procurement Innovation. Vendr devoted substantial time and resources to this effort.

4. Vendr extended an offer of employment to Stephen Anderson (“Anderson”) to serve as its Director of Procurement Innovation, with an expected start date of Monday, July 18, 2022.

5. The Director of Procurement Innovation position is both a strategic and “innovative” role rather than a position focused solely on sales and procurement innovation. This

role focuses on Vendr's product offering and the expansion of the services Vendr will provide its customers in the future, including, but not limited to, M&A.

6. In contrast, Plaintiff Tropic Technologies Inc. ("Tropic") hired Anderson in a strategic sales role "to develop[] strategies for negotiating commercial terms with software providers." See Tropic's complaint filed on July 15, 2022 (ECF No. 1) (the "Complaint" or "Compl.") ¶24.

7. Anderson's position at Vendr as Director of Procurement Innovation is entirely different than the sales role Anderson held at Tropic. *Id.*

8. Vendr is primarily focused on the "buy button," of SaaS, a shortcut for buying products.

9. In contrast, Tropic is primarily focused on procurement product offering.

10. Vendr has expanded and will continue to expand its overall product and company strategy neither of which goals primarily focus on Tropic's business of procurement product offering. For example, Vendr sees its market opportunity in excess of of \$1.3 trillion in 2022 then growing to \$1.8 trillion by 2025. This market research was published by Gartner in February 2022.

11. Plaintiff acknowledges that Vendr has, and continues to be, the leader in funding, size, innovation, and revenue (Compl. ¶21).

12. Additionally, Vendr and Tropic do not target the same user and client base. Vendr has clients ranging all industries across the global that vary in size both in revenue and number of employees.

13. Vendr does not possess, nor has it received or will it accept if offered, any of the information that Tropic lists in the Complaint (Compl. ¶4). Vendr is not interested in such information and does not want any of the information.

14. Vendr was also not aware of the information listed in the Complaint (*Id.*) until it received Tropic's letter on July 8, 2022.

15. Delaying the commencement of Anderson's onboarding and employment at Vendr is causing harm to Vendr and delaying projects and other tasks required pursuant to his position as Director of Procurement Innovation.

I declare pursuant to 28 U.S.C. § 1746 and under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: July 19, 2022

/s/Ryan Neu

RYAN NEU